

STATE OF ILLINOIS   )  
                              ) SS  
COUNTY OF COOK       )

RECORDATION NO. 7299A Filed & Recorded  
MAY 20 1974 - 9 32 AM  
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the First Supplemental Equipment Trust Agreement dated as of the 10th day of May, 1974, by and between Union Tank Car Company and National City Bank, as Trustee, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 20th day of May, 1974.

My Commission Expires July 10, 1976

Helen Joy Krug  
Notary Public



THIS FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of May 10, 1974, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and NATIONAL CITY BANK, a national banking association, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 15, 1974 (the "Trust Agreement"), providing for an issue of its 8.20% Equipment Trust Certificates due January 15, 1994, (the "Trust Certificates"), in aggregate principal amount of \$35,000,000; and

WHEREAS, the aggregate final Cost (as defined in the Trust Agreement) of the Equipment heretofore transferred to the Trustee pursuant to Section 4.04 of the Trust Agreement has been determined to be less than 133-1/3% of the aggregate principal amount of Trust Certificates issued pursuant to Section 2.01 of the Trust Agreement; and

WHEREAS, pursuant to said Section 4.04, Union desires to transfer and convey to the Trustee additional Equipment in such amount and of such Cost that the final Cost of the Trust Equipment will be at least 133-1/3% of the aggregate principal amount of said Trust Certificates; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and for other valuable consideration, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Addition of Equipment

The Equipment described in Schedule A annexed hereto is hereby added to and included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of

the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE TWO

### Concerning the Trustee

The Trustee accepts the provisions of this First Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this First Supplemental Equipment Trust Agreement.

## ARTICLE THREE

### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This First Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this First Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 

Vice President

Attest:

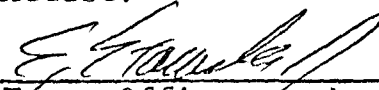
  
Assistant Secretary

NATIONAL CITY BANK

By 

Vice President

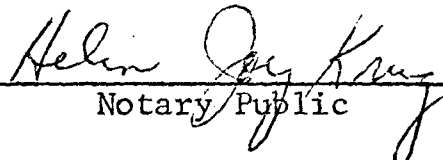
Attest:

  
Trust Officer

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )     SS


On the 16th day of May, 1974, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 111 West Jackson Boulevard, Chicago, Illinois 60604; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

My Commission Expires July 10, 1976

  
Notary Public

STATE OF OHIO         )  
                              )  
COUNTY OF CUYAHOGA   )     SS

On the 14th day of May, 1974, before me personally came David B. Davis to me known, who, being by me duly sworn, did depose and say that he resides at 5239 Mills Creek Lane, North Ridgeville, Ohio; that he is a Vice President of NATIONAL CITY BANK, the national banking association described in and which executed the foregoing instrument; that he knows the seal of said national banking association; that the seal affixed to said instrument is such seal; that it was so affixed by order of the Board of Directors of said national banking association, and that he signed his name thereto by like order.

  
Notary Public

I. DASEN  
Notary Public For Cuyahoga County, O.  
My Commission Expires Feb. 20, 1979

SERIES 10

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity</u> <u>In Gallons</u>	<u>Road Numbers</u>
1	TA	10,000	85917
1	TA	10,000	85921
2	TA	10,000	85923 - 85924
2	TA	10,000	85926 - 85927
14	TM	16,000	25236 - 25249
10	TM	20,000	58392 - 58401
6	TM	23,000	58291 - 58296
3	TM	23,000	72924 - 72926
4	TM	23,000	72928 - 72931
3	TM	23,000	72934 - 72936
5	TM	23,000	72937 - 72941
7	TM	23,000	72943 - 72949
35	TM	23,500	74184 - 74218
2	TM	23,500	74223 - 74224
12	TM	23,500	74225 - 74236
1	TM	23,500	74426
3	TM	23,500	74428 - 74430
18	TM	23,500	74432 - 74449
1	TM	23,500	74451
3	TM	23,500	74452 - 74454
7	TM	26,000	58297 - 58303
7	TM	26,000	58305 - 58311
<u>147</u>			